

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

NUCAR CONSULTING, INC.,)
a Delaware corporation,)
Plaintiff,)
v.) C.A. No. 06-284 (GMS)
ARBOGAST BUICK-PONTIAC-GMC)
TRUCK, INC., an Ohio corporation,)
Defendant.)

PLAINTIFF'S REPLY TO COUNTERCLAIM

Plaintiff, through its legal counsel, hereby replies to Defendant's counterclaim.

18. Admitted.
19. Denied as stated. NuCar offers loyalty and customer retention programs.
20. Denied as stated. Defendant approached Plaintiff. NuCar provides customer and retention programs.
21. Denied as stated. The feasibility agreement speaks for itself.
22. Admitted.
23. There were several components, including the ones mentioned.
24. The agreement speaks for itself.
25. The addendum speaks for itself.
26. Denied.
27. This averment states a legal conclusion, which does not require an answer.
1 as to any factual averments.
28. Denied.

29. Plaintiff incorporates by reference its response to paragraphs 18 through 28.
30. Denied.
31. Denied.
32. Denied.
33. Denied.
34. Plaintiff incorporates by reference its response to paragraphs 18 through 33.
35. Denied.
36. Denied.

DEFENSES

1. Plaintiff's action is barred by the doctrine of estoppel.
2. Plaintiff waived the remedy which it seeks.
3. Plaintiff breached the contract prior to any alleged breach by Defendant.

WHEREFORE Plaintiff prays that Defendant's counterclaim be dismissed with prejudice and judgment entered on Plaintiff's complaint.

/s/ Douglas A. Shachtman

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DATED: May 18, 2006

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CERTIFICATE OF SERVICE

I hereby certify that on May 18, 2006, I electronically filed Plaintiff's Reply to Counterclaim with the Clerk of Court using CM/ECF which will send notification of such filing to the following:

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